

STATE OF GEORGIA
COUNTY OF FULTON

**RESOLUTION APPROVING MASTER AGREEMENT FOR PROGRAM
MANAGEMENT SERVICES FOR CITY CENTER PROJECT AND
AUTHORIZING THE CITY MANAGER TO EXECUTE AGREEMENT
SUBJECT TO APPROVAL OF THE CITY MANAGER AND CITY ATTORNEY**

WHEREAS, the City of Sandy Springs ("City") is a municipal corporation duly organized and existing under the laws of the State of Georgia and is charged with providing public services to its residents; and

WHEREAS, City Council has authorized development of a City Center and infrastructure project ("Project") and adopted a master plan for the Project ("Master Plan"), which calls for a phased approach; and

WHEREAS, the City Manager and City staff have moved forward to accomplish the goals set forth in the adopted Master Plan, including determining program management needs to ensure the City receives a high-quality Project on time and within budget; and

WHEREAS, in August 2013, City staff conducted a two step procurement process to select a Master Developer to partner with the City for development of the residential and retail elements of the Project, resulting in City Council approval on June 17, 2014 of a team consisting of Carter & Associates, L.L.C. and Selig Enterprises, Inc. as the proposed Master Developer and authorizing the City Manager to negotiate an agreement to begin the Project; and

WHEREAS, Carter & Associates, L.L.C. was also selected to provide program management services for the public components of the Project; and

WHEREAS, C&A Development, LLC, wholly owned by Carter, will enter into an agreement with the City to perform the services related to program management in connection with the public components of the Project (C&A Development, LLC and Carter & Associates, L.L.C. are referred to together herein as "Carter"); and

WHEREAS, Carter has been performing program management services until such time as a final program management agreement can be fully negotiated, including, but not limited to, terms relating scope of services and compensation; and

WHEREAS, the City Manager and City Attorney have been negotiating the terms of an agreement for program management services with Carter moving forward into Project phasing, and have agreed upon basic terms as set forth in the Master Agreement for Program Services ("Agreement") attached as an exhibit to this resolution; and

WHEREAS, some revisions are anticipated as the parties continue to work toward finalizing the Agreement; and

WHEREAS, the Agreement contains for the following substantive provisions:

1. Term of Agreement: The Agreement has an effective date of July 1, 2014 continuing until completion of the Project, with Carter remaining obligated until sign-off of punch list items.

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2. Termination for Convenience: The City may terminate the Agreement for any reason upon thirty (30) days written notice.

3. Compensation: As compensation for its services, Carter will be paid a program management fee not to exceed \$2,540,000. Payment will be made as follows:

- a) \$25,000 per month for the months of July, August, and September, 2014; and
- b) \$35,000 per month for the month of October, 2014; and
- c) \$45,000 per month for the months of November and December, 2014; and
- d) \$60,000 per month for each of the remaining 39 months of the Project;

WHEREAS, the City Manager and City Attorney request Council to approve the form of Agreement, authorizing the City Manager and City Attorney to make any further revisions as deemed necessary or advisable in the best interest of the City, enabling the Project to move forward in an expeditious manner consistent with the Master Plan.

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Sandy Springs, Georgia, while in regular session on November 18, 2014, at 6:00 p.m. as follows:

1. The attached Master Agreement for Program Management Services is hereby approved, subject to such revisions as deemed by the City Manager and the City Attorney to be in the best interest of the City; and

2. The City Manager is hereby authorized to execute the attached Master Agreement for Program Management Services between the City and C&A Development, LLC, as may be revised by the City Manager and the City Attorney to be in the best interest of the City; and

3. The City Manager and City Attorney are hereby authorized to take any other steps which may be necessary to effectuate the intent of this resolution; and

4. To the extent any portion of this resolution is declared to be invalid, unenforceable, or nonbinding, that shall not affect the remaining portions of this resolution.

5. This resolution shall take effect immediately.

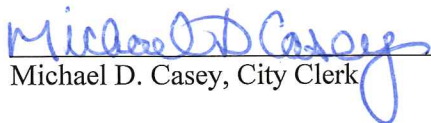
RESOLVED this the 18th day of November, 2014.

Approved:



Russell K. Paul, Mayor

Attest:


Michael D. Casey, City Clerk

(Seal)

